AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code Firm-Fixed-Price	**Page** 1 **Of** 5

2. Amendment/Modification No.	3. Effective Date	4. Requisition/Purchase Req No.	5. Project No. (If applicable)
P00001	2004SEP07	SEE SCHEDULE	

6. Issued By Code W56HZV

```
TACOM  WARREN
AMSTA-AQ-ABGB
DOUG SCHROEDER (586)574-8072
WARREN, MICHIGAN 48397-5000

HTTP://CONTRACTING.TACOM.ARMY.MIL
EMAIL: SCHROEDD@TACOM.ARMY.MIL
```

7. Administered By (If other than Item 6) Code S2206A

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DCMA  BOSTON
495 SUMMER STREET
BOSTON, MA  02210-2138
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SCD C   **PAS** NONE   **ADP PT** HQ0337

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)

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ACTUALITY SYSTEMS, INC.
25 CORPORATE DRIVE
SUITE 300
BURLINGTON, MA. 01803-4245
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TYPE BUSINESS: Other Small Business Performing in U.S.

Code 1V3Z9   **Facility Code**

[ ]	**9A. Amendment Of Solicitation No.**
	9B. Dated (See Item 11)
[X]	**10A. Modification Of Contract/Order No.** W56HZV-04-C-0144
	10B. Dated (See Item 13) 2004FEB04

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

[ ] The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers

[ ] **is extended,** [ ] **is not extended.**

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendments: (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. Accounting And Appropriation Data (If required)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

KIND MOD CODE: G

[ ]	**A. This Change Order is Issued Pursuant To:** The Contract/Order No. In Item 10A. The Changes Set Forth In Item 14 Are Made In
[ ]	**B. The Above Numbered Contract/Order Is Modified To Reflect The Administrative Changes (such as changes in paying office, appropriation data, etc.) Set Forth In Item 14, Pursuant To The Authority of FAR 43.103(b).**
[X]	**C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of:**
[ ]	**D. Other (Specify type of modification and authority)**

E. IMPORTANT: Contractor [ ] is not, [X] is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR DESCRIPTION

Contract Expiration Date: 2004DEC30

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. Name And Title Of Signer (Type or print)	16A. Name And Title Of Contracting Officer (Type or print)
	WYMAN E. YOUNG II YOUNGE@TACOM.ARMY.MIL (586)574-8093

15B. Contractor/Offeror	15C. Date Signed	16B. United States Of America	16C. Date Signed
(Signature of person authorized to sign)		By _____/SIGNED/_____ (Signature of Contracting Officer)	2004SEP07

Name of Offeror or Contractor: ACTUALITY SYSTEMS, INC.

SECTION A - SUPPLEMENTAL INFORMATION

1. The purpose of this bilateral Modification P00001 is to revise Section C, Scope of Work and extend the period of performance four (4) months to 30 December 2004.

2. The attached, revised Section C is hereby incorporated into the contract.

3. The attached, revised Section F is hereby incorporated into the contract.

2. The total amount of the contract is neither increased nor decreased.

3. All other terms and conditions remian unchanged

*** END OF NARRATIVE A 001 ***

Name of Offeror or Contractor: ACTUALITY SYSTEMS, INC.

SECTION C - DESCRIPTION/SPECIFICATIONS/WORK STATEMENT
C.1   SCOPE OF WORK

C.1.1   PHASE I: The contractor, acting as an independent contractor and not as an agent of the Government, shall provide the necessary personnel, facilities, materials and services to perform the effort described in the Contractor's January 4, 2004 Addendum to Proposal No. A032-1449, Small Business Innovation Research Program (SBIR), Topic Number A03-220, Proposal Title: Highly Multi-Perspective Autostereoscopic Display.

C.1.2   The contractor shall design a system for the capture and display of 3-D imagery.

C.1.2.1 The contractor shall generate user requirements to include camera resolution, output format and bandwidth, ODIS physicals and electrical interfaces and operator interface.

C.1.2.2 The contractor shall identify a COTS 3-D camera system which is capable of providing either (1) a geometric model of the vehicle underbody, e.g. using OpenGL-style primitives, or (2) a depth map point cloud.

C.2   The contractor shall design system architecture for the capture and display of 3-D imagery:

C.2.1   Write a functional specification for an application which acquires 3-D imagery (from a wired 3-D camera), presents a graphical user interface (to allow user to position & magnify the imagery), and performs any color-mapping or enhancements (to extract salient details from image map).

C.2.2   Design the underlying functions that will convert data from the 3-D camera into data that is suitable for 3-D display. Determine how to drape image data onto the scanned 3-D imagery. Determine how to interactively rotate, zoom, and colorize the 3-D imagery on a COTS PC. This software will be implemented in Phase I Option.

C.2.3   Reserved

C.3   The contractor, acting as in independent contractor and not as an agent of the Government, shall (1) implement the algorithms proposed in Phase I Basic, and (2) deliver 3-D image data of test scenarios that are compatible with the Perspecta Display and the SynthaGram display.

C.3.1   It is agreed that Actuality will not direct charge a COTS 3-D camera and a SynthaGram display to this contract.

C.3.2   The contractor shall write the software which converts 3-D snapshots into datasets suitable for the Perspecta display and the SynthaGram display. A synthetic data set will be substituted for the 3-D snapshot since a suitable camera solution is not provided.

C.3.3   The software shall allow user to manipulate imagery.

C.3.4   The contractor shall write the software, optimized for multi-view displays, of adequate quality/resolution, such as the holovideo system or the SynthaGram with the effects in Appendix A minimized.

C.4   Deliverables:

C.4.1   The contractor shall submit progress reports on all work completed to date, on a bi-monthly basis for a total of two (2) reports in Phase I in accordance with CDRL Data Item A001 of EXHIBIT A. The contractor shall submit one (1) Progress Report at the end of the 2nd month of this extension. The contractor shall submit the Progress Reports to the Government, electronically, as described in Data Item A001.

C.4.2   The contractor shall prepare and submit to the Government one (1) Draft Final Report to the COTR three (3) months and one (1) week after award of this effort. The COTR has 10 days to review and provide comments of the Draft back to the contractor. The Contractor shall incorporate any suggested changes made by the COTR and submit the Final Technical Report at the end addressing all of the technical information resulting from the effort performed according to paragraph C.1 through C.3.4, above. The contractor shall submit the Final Technical Report, electronically, to the Government addressees in accordance with CDRL Data Item A002 of EXHIBIT A.

C.5   Meetings:

C.5.1   The contractor shall initiate and coordinate a Kick-Off meeting by telephone with the COTR within the first month after award of the contract.

C.5.2   The contractor shall coordinate with the Government COTR, and conduct a one (1) day demonstration to be held at the contractor's facility. The location of the meeting, date of the meeting and time will be mutually agreed upon between the TACOM COTR and the Contractor.

CONTINUATION SHEET	**Reference No. of Document Being Continued**	**Page** 4 **of** 5
	PIIN/SIIN W56HZV-04-C-0144　　　　**MOD/AMD** P00001	

Name of Offeror or Contractor: ACTUALITY SYSTEMS, INC.

*** END OF NARRATIVE C 002 ***

Name of Offeror or Contractor: ACTUALITY SYSTEMS, INC.

SECTION F - DELIVERIES OR PERFORMANCE

DELIVERIES OR PERFORMANCE

F.1   <u>Delivery:</u>

<u>Data</u>: The contractor shall deliver all data deliverable under this contract, FOB Destination, and in accordance with the Contract Data Requirements List (CDRL), DD Form 1423, at Exhibit A.

F.2   <u>Period of Performance:</u>

F.2.1   The period of performance shall be four (4) months from date of award.

*** END OF NARRATIVE F 002 ***